

Form 210A (10/06)

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION

In re:

CIRCUIT CITY STORES, INC., et al.

Debtor.

Chapter 11

Case No. 08-35653

Jointly Administered

Hon. Kevin R. Heunnekins, U.S.B.J.

**TRANSFER OF CLAIM OTHER THAN FOR SECURITY  
PURSUANT TO FED. R. BANKR. P. 3001(e)(2)  
AND TRANSFEROR'S WAIVER OF NOTICE**

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a) by Manufacturers and Traders Trust Company, as Trustee (the "Transferor") and filed on the Claims Register for the above-captioned bankruptcy case. All right, title and interest in and to the claim has been sold and transferred, for other than security, described as follows:

1. Person or entity to whom the claim has been transferred (the "Transferee"):

Name: ONICS, LLC Telephone No. (303) 670-9700

Address: ONICS, LLC  
Attention: Michael D. Plante  
730 17<sup>th</sup> Street, Suite 715  
Denver, CO 80202

2. Date of Transfer of Claim: June 11, 2010
3. Type of Claim: General Unsecured Claim
4. Amount of Claim: Not less than \$891,973.72
5. Date of Filing Proof of Claim: July 23, 2009
6. Claim No.: 14516 (the "Claim")
7. Transferor: Manufacturers and Traders Trust Company, as Trustee  
c/o Hodgson Russ LLP  
Attn: Deborah J. Piazza, Esq.  
60 East 42<sup>nd</sup> Street, 37<sup>th</sup> Floor  
New York, NY 10165

8. A true and correct copy of the Proof of Claim originally filed (without exhibits) is attached hereto as Exhibit A.

**PLEASE TAKE NOTICE** that by its signature below the Transferor hereby waives any notice or hearing requirements provided by Fed. R. Bankr. P. 3001 and hereby stipulates that the transfer of the Claim as set forth above is acknowledged and recognized and that the Transferee is the valid owner of the Claim.

Dated: June 11, 2010

Dated: \_\_\_\_\_

TRANSFEROR:

TRANSFeree:

MANUFACTURERS AND TRADERS  
TRUST COMPANY, AS TRUSTEE

ONICS, LLC

By:   
Nancy L. George  
Vice President

By: \_\_\_\_\_  
Michael D. Plante  
Manager

8. A true and correct copy of the Proof of Claim originally filed (without exhibits) is attached hereto as Exhibit A.

**PLEASE TAKE NOTICE** that by its signature below the Transferor hereby waives any notice or hearing requirements provided by Fed. R. Bankr. P. 3001 and hereby stipulates that the transfer of the Claim as set forth above is acknowledged and recognized and that the Transferee is the valid owner of the Claim.

Dated: \_\_\_\_\_

Dated: June 8, 2010

TRANSFEROR:

TRANSFeree:

MANUFACTURERS AND TRADERS  
TRUST COMPANY, AS TRUSTEE

ONICS, LLC

By: \_\_\_\_\_  
Nancy L. George  
Vice President

By: Michael D. Plante  
Michael D. Plante  
Manager

**Date: June 14, 2010**

**Submitted by:**

**MANUFACTURERS AND TRADERS TRUST COMPANY, AS TRUSTEE**

By: /s/ Augustus C. Epps, Jr.  
Augustus C. Epps, Jr., Esquire (VSB No. 13254)  
Michael D. Mueller, Esquire (VSB No. 38216)  
Jennifer M. McLemore, Esquire (VSB No. 47164)  
CHRISTIAN & BARTON, LLP  
909 E. Main Street, Suite 1200  
Richmond, Virginia 23219-3095  
(804) 697-4129  
(804) 697-6129 (facsimile)

*Counsel for Manufacturers and Traders Trust Company, as Trustee*

# **EXHIBIT A**

#14516

B 10 (Official Form 10) (12/07)

AMENDED

UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA

PROOF OF CLAIM

Debtor against which claim is asserted: (Check only one box below:)

- ☒ Circuit City Stores, Inc. (Case No. 08-35653)    ☐ CC Distribution Company of Virginia, Inc. (Case No. 08-35659)    ☐ Abbott Advertising, Inc. (Case No. 08-35665)  
☐ Circuit City Stores West Coast, Inc. (Case No. 08-35654)    ☐ Circuit City Stores PR, LLC (Case No. 08-35660)    ☐ Mayland MN, LLC (Case No. 08-35666)  
☐ InterTAN, Inc. (Case No. 08-35655)    ☐ Circuit City Properties, LLC (Case No. 08-35661)    ☐ Patapsco Designs, Inc. (Case No. 08-35667)  
☐ Ventoux International, Inc. (Case No. 08-35656)    ☐ Orbyx Electronics, LLC (Case No. 08-35662)    ☐ Sky Venture Corporation (Case No. 08-35668)  
☐ Circuit City Purchasing Company, LLC (Case No. 08-35657)    ☐ Kinzer Technology, LLC (Case No. 08-35663)    ☐ XSSuff, LLC (Case No. 08-35669)  
☐ CC Aviation, LLC (Case No. 08-35658)    ☐ Courchevel, LLC (Case No. 08-35664)    ☐ PRAHS, INC. (Case No. 08-35670)

NOTE: This form should not be used to make a claim for administrative expenses arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503(a).

Name of Creditor (the person or other entity to whom the debtor owes money or property):

Manufacturers and Traders Trust Company, as Trustee

☒ Check this box to indicate that this claim amends a previously filed claim.

Name and address where notices should be sent:

c/o Hodgson Russ LLP  
 Attn: Deborah J. Piazza, Esq.  
 60 East 42nd Street, 37th Floor  
 New York, New York 10165

Telephone number: (212) 661-3535

Court Claim Number: 8077

(if known)

Filed on: 1/29/2009

Name and address where payment should be sent (if different from above):

Manufacturers and Traders Trust Company, as Trustee  
 One M&T Plaza  
 Buffalo, New York 14203

Telephone number: (716) 853-7960

☐ Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.

☐ Check this box if you are the debtor or trustee in this case.

1. Amount of Claim as of Date Case Filed:

\$ Not less than \$891,973.72 (Refer to annexed Exhibit B)

If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4.

If all or part of your claim is entitled to priority, complete item 5.

☐ Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.

2. Basis for Claim: Amounts due under Lease and related agreements - Store No. 1806 (Cuyahoga Falls, OH)  
 (See instruction #2 on reverse side.) (Refer to annexed Exhibits A and C)

3. Last four digits of any number by which creditor identifies debtor: \_\_\_\_\_

3a. Debtor may have scheduled account as: \_\_\_\_\_  
 (See instruction #3a on reverse side.)

4. Secured Claim (See instruction #4 on reverse side.)

Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.

Nature of property or right of setoff: ☐ Real Estate ☐ Motor Vehicle ☐ Other  
 Describe:

Value of Property: \$ \_\_\_\_\_ Annual Interest Rate: \_\_\_\_\_ %

Amount of arrearage and other charges as of time case filed included in secured claim,

if any: \$ \_\_\_\_\_ Basis for perfection: \_\_\_\_\_

Amount of Secured Claim: \$ \_\_\_\_\_ Amount Unsecured: \$ \_\_\_\_\_

6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.

7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements or running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See definition of "redacted" on reverse side.)

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.

If the documents are not available, please explain:

Date:  
 July 14, 2009

Signature: the person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.

Manufacturers and Traders Trust Company, as Trustee

By: \_\_\_\_\_

Nancy L. George, Vice President, Corporate Trust Department

FOR COURT USE ONLY

\*Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

**EXHIBIT A TO AMENDED PROOF OF CLAIM FILED BY  
MANUFACTURERS AND TRADERS TRUST COMPANY, AS TRUSTEE  
CUYAHOGA FALLS, OHIO (STORE NO. 1806)**

Manufacturers and Traders Trust Company, as Trustee ("M&T"), submits this Amended Proof of Claim for claims arising in connection with a certain Lease between Circuit City Stores, Inc., as Tenant, and CC - Investors 1996-7, as Landlord, dated January 19, 1996, related to the premises located at Cuyahoga Falls, Ohio, Store No. 1806, as more fully-described in the Lease (the "Lease"), which has been assigned to M&T as collateral security in accordance with various related lending and security agreements (the "Claim"). A copy of the Lease is annexed as Exhibit C to this Claim.

On November 25, 2008, the Debtors filed their Debtors' Motion for Orders Under 11 U.S.C. Sections 105, 363, and 365 (i) Approving Bidding and Auction Procedures for Sale of Unexpired Nonresidential Real Property Leases for Closing Stores, (ii) Setting Sale Hearing Date, and (iii) Authorizing and Approving (a) Sale of Certain Nonresidential Real Property Leases Free and Clear of Liens, Claims, and Encumbrances, (b) Assumption and Assignment of Certain Unexpired Nonresidential Property Leases, and (c) Lease Rejection Procedures (the "Motion"). On December 11, 2008, the Court entered an Order granting the Motion and the subject Lease was rejected effective as of December 31, 2008.

Pursuant to sections 502(a) and 502(b)(6) of the Bankruptcy Code, M&T has an aggregate claim in an amount not less than \$891,973.72 against the Debtors which represents: (1) rejection damages in the amount of \$738,052.45; (2) prepetition claims in the present amount of \$122,921.27; and (3) actual damages under the lease in the present amount of \$31,000.00. A detailed analysis and calculation of the Claim is annexed as Exhibit B.

M&T reserves the right to further amend and/or supplement this Claim at any time and in any manner and/or to file additional proofs of claim for any additional claims that may be based on information not yet known, or the same or additional documents or grounds of liability, including, but not limited to, additional administrative expenses arising after the petition date.

This Claim is filed to protect M&T from forfeiture of any claim it may have. Filing of this Claim is not (a) a waiver or release of M&T's rights, claims or defenses against any person, entity or property; (b) a waiver or release of M&T's right to have any and all final orders in any and all non-core matters entered only after de novo review by a United States District Judge; (c) a consent by M&T to the jurisdiction of this Court for any purpose other than with respect to this Claim; (d) an election of remedy; (e) a waiver or release of any rights which M&T may have to a jury trial; or (f) a waiver of the right to move to withdraw the reference with respect to the subject matter of this Claim, any objection thereto or any other proceedings which may be commenced in these cases against or otherwise involving M&T, including without limitation, any adversary proceeding that was or may be commenced by any party or committee in this case.

**EXHIBIT B TO AMENDED PROOF OF CLAIM FILED BY  
MANUFACTURERS AND TRADERS TRUST COMPANY, AS TRUSTEE  
CUYAHOGA FALLS, OHIO (STORE NO. 1806)**

**Amended Claim Analysis and Calculation**

**Lease between Circuit City Stores, Inc. and CC - Investors 1996-7 dated January 19, 1996  
Store No. 1806 - Cuyahoga Falls, OH - 1120 Main Street 44221**

<b>Claim for Rejection Damages under 11 U.S.C. 502(b)(6)</b>		
Total rent reserved through end of term (112 months)	\$4,920,349.65	
Fifteen percent of total rent reserved (above):	738,052.45	
Rent reserved for one year from Petition Date:	527,180.28	
<b>Subtotal of Rejection Damages Claim (greater of the two):</b>		<b>\$738,052.45</b>
<b>Prepetition Claim</b>		
Prepetition Rent Outstanding (10/1/08 - 11/9/08):	\$49,115.59	
Prepetition Late Charges:	To be determined ("TBD")	
Prepetition Common Area Maintenance Outstanding:	TBD	
Prepetition Taxes Outstanding:	73,805.68	
<b>Subtotal of Prepetition Claim:</b>		<b>\$122,921.27</b>
<b>Damages Under Lease</b>		
Trustee Fees:	\$6,000.00	
Trustee's Attorneys Fees <sup>1</sup> :	25,000.00	
Landlord's Legal Costs:	TBD	
HVAC Repair:	TBD	
Inspection Fees:	TBD	
HVAC Inspection:	TBD	
Sign Removal:	TBD	
Re-key:	TBD	
<b>Subtotal of Damages Under Lease:</b>		<b>\$31,000.00</b>
<b>TOTAL AMENDED PROOF OF CLAIM:</b>		<b>\$891,973.72</b>

<sup>1</sup> The amount for attorneys' fees includes estimated time. M&T reserves the right to further amend and/or supplement this Claim at any time to reflect additional attorneys' fees incurred.